

RECORDATION NO. 26276-E FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

JUN 09 '06

1-08 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 9, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of June 9, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Restated Memorandum of Assignment and Assumption Agreement previously filed with the Board under Rec. No. 26276-C.

The names and addresses of the parties to the enclosed documents are:

Assignor: Trinity Tank Car, Inc. (as assignee of
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas TX 75207

Assignee: TLP Rail Trust I
Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington DE 29890

Mr. Vernon A. Williams
June 9, 2006
Page two

This document also relates to the two Memoranda of Lease Agreements between (i) the Assignor, as Lessor, and Ethanol Products LLC, as Lessee, and (ii) the Assignor, as Lessor, and Musket Corporation, as Lessee, filed under Rec. Nos. 26276-A and 26276-B, respectively.

A description of the railroad equipment covered by the enclosed document is:

43 railcars: TILX 192555 - TILX 192589, TILX 192591 - TILX 192593, TILX 192595, TILX 192598, TILX 192600, TILX 192602 AND TILX 192603.

And

5 railcars: TILX 193379, TILX 193386 and TILX 193388 - 193390.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JUN 09 '06

1-08 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on June 9, 2006 by and between Trinity Tank Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "**Assignor**") and TLP Rail Trust I, a Delaware statutory trust (the "**Assignee**").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "**Assignment**"), dated as of June 9, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor certain railroad car leases as listed on Exhibit A attached hereto.


This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 
Name: **Anita Roselli**
Title: Financial Services Officer

TRINITY TANK CAR, INC.

By: _____
Name: Tony Andrukaitis
Title: President

Executed on this 7th day of June, 2006

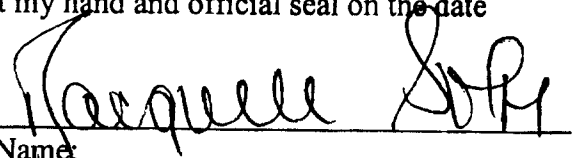
Executed on this ____ day of June, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 7th day of June 2006, before a Notary Public in and for said County and State, personally appeared Anita Roselli, who being by me duly sworn, says that (s)he is the Financial Services Officer of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on June 7th, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name:
Notary Public

My Commission Expires:

Residing in _____

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

TRINITY TANK CAR, INC.

By: Tony Andrukaitis
Name: Tony Andrukaitis
Title: President

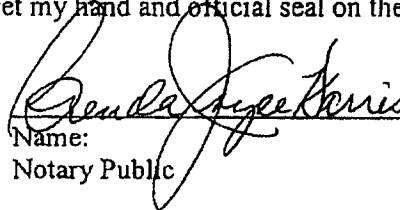
Executed on this ____ day of June, 2006

Executed on this 9th day of June, 2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 9th day of June 2006, before a Notary Public in and for said County and State, personally appeared Tony Andrukaitis, who being by me duly sworn, says that he is the President of Trinity Tank Car, Inc., that said instrument was signed on June 7th, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: _____
Notary Public

My Commission Expires _____
Residing _____

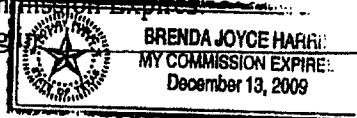


EXHIBIT A

1. Forty-three (43) units identified with marks TILX 192555 - 192589, TILX 192591 - 192593, TILX 192595, TILX 192598, TILX 192600, TILX 192602 and TILX 192603 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated as of June 18, 2001 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Ethanol Products LLC.

2. Five (5) units unidentified with marks TILX 193379, TILX 193386 and TILX 193388 - 193390 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated as of March 23, 2004 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Musket Corporation.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

06/06/06



Robert W. Alvord